

**Secretary of State  
Corporations Division  
315 West Tower  
#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 052150764  
CONTROL NUMBER : 0202809  
DATE INC/AUTH/FILED: 01/11/2002  
JURISDICTION : GEORGIA  
PRINT DATE : 08/03/2005  
FORM NUMBER : 215

GILBERT, HARRELL, SUMERFORD & MARTIN  
CARLTON DEVOOGHT  
P.O. BOX 190  
BRUNSWICK, GA 315210190

**CERTIFIED COPY**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**GOODWIN COMMUNITY HEALTH CENTER, INC.  
A DOMESTIC NONPROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read 'Cathy Cox', is written over the printed name.

Cathy Cox  
Secretary of State

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 0202809  
EFFECTIVE DATE: 01/11/2002  
JURISDICTION : GEORGIA  
REFERENCE : 0048  
PRINT DATE : 01/17/2002  
FORM NUMBER : 311

DESIREE E. WATSON, SR.  
ASST. COUNTY ATTORNEY  
P. O. BOX 1394  
BRUNSWICK, GA 31521

**CERTIFICATE OF INCORPORATION**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**GOODWIN COMMUNITY HEALTH CENTER, INC.**  
**A DOMESTIC NONPROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox  
Secretary of State

**ARTICLES OF INCORPORATION**  
**OF**  
**GOODWIN COMMUNITY HEALTH CENTER, INC.**

**ARTICLE I**

The name of the Corporation is Goodwin Community Health Center, Inc.

**ARTICLE II**

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

**ARTICLE III**

The street address of the initial registered office of the Corporation is 107 Henri's Way, Brunswick, Glynn County, Georgia 31525. The initial registered agent of the Corporation at such address is Henri Woodman.

**ARTICLE IV**

The name and address of the incorporator is Henri Woodman, 107 Henri's Way, Brunswick, Glynn County, Georgia 31525.

**ARTICLE V**

The Corporation will not have members.

**ARTICLE VI**

The mailing address of the initial principal office of the corporation is 107 Henri's Way, Brunswick, Glynn County, Georgia 31525.

**ARTICLE VII**

The purposes for which the Corporation is formed are the following:

(A) The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), or corresponding section of any future federal tax code. The Corporation will fund, implement, develop, construct and operate a community health center to provide all of the required primary and preventive medical care services to residents of a presently medically underserved area of Glynn County, Georgia.

(B) This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE VIII**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and method of election shall be set out in the By-Laws.

### **ARTICLE IX**

The initial Board of Directors shall consist of two (2) members, whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Henri Woodman	107 Henri's Way Brunswick, Georgia 31525.
Dr. Thomas A. McRae	2481 Demere Road St. Simons Island, Georgia 31522

### **ARTICLE X**

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, (or the corresponding provision of any future United States Internal Revenue Law), or shall be distributed to the federal government, or to a state or local government, for public purposes. Upon dissolution of the Corporation, for any reason, the Board of Directors

shall fail to act in the manner herein provided within a reasonable period of time, the Senior Judge of the Superior Court of Glynn County, Georgia, shall make such distribution, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI**

Notwithstanding anything else contained in these Articles of Incorporation, if, under the Code, the Corporation shall be deemed to be a private foundation within the meaning of Section 509 of the Code (or corresponding provisions of any subsequent federal tax laws), then and in such event, the following additional provisions shall apply:

(A) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or corresponding provisions of any subsequent federal tax laws).

(B) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code (or corresponding provisions of any subsequent federal tax laws).

(C) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code (or corresponding provisions of any subsequent federal tax laws).

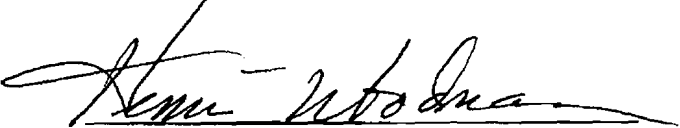
(D) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code (or corresponding provisions of any subsequent federal tax laws).

(E) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code (or corresponding provisions of any subsequent federal tax laws).

## **ARTICLE XII**

No Director of the Corporation shall have any personal liability to the Corporation or to its members (if any) for monetary damages for breach of duty of care or other duty as a Director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a Director for (a) acts or omissions which involve intentional misconduct or a knowing violation of law; (b) liabilities of a director imposed by the Georgia Nonprofit Corporation Code, or any successor law or laws; or (c) any transaction from which the Director derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this the 3rd day of January, 2002.

  
HENRI WOODMAN, Incorporator

SECRETARY OF STATE

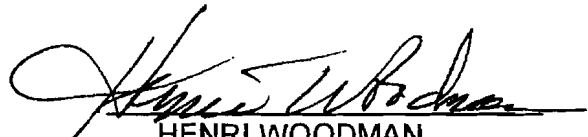
2002 JAN 11 P 3:50

STATE OF NEW YORK

**CONSENT TO BE REGISTERED AGENT**

I, Henri Woodman, do hereby consent to be the registered agent for GOODWIN COMMUNITY HEALTH CENTER, INC., incorporated for charitable purposes under the laws of the State of Georgia. The registered office is located at 107 Henri's Way, Brunswick, Georgia 31525, in the County of Glynn.

This the 3<sup>rd</sup> day of Jan., 2002 <sup>H.W.</sup>

  
HENRI WOODMAN



CATHY COX  
Secretary of State

OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 656-2817

Registered agent, officer, entity status information via the Internet  
<http://www.georgiacorporations.org>

WARREN RARY  
Director

QUINTILIS B. ROBINSON  
Assistant Director

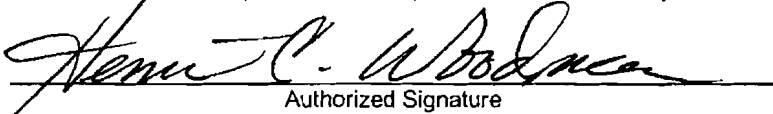

TRANSMITTAL INFORMATION  
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

202809

DOCKET #	PENDING #	P 427149		CONTROL #
DOCKET CODE	DATE FILED	AMOUNT RECEIVED	CHECK/ RECEIPT #	
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE		

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	012900852	Corporate Name Reservation Number
	GOODWIN COMMUNITY HEALTH CENTER, INC.	Corporate Name
2.	Desiree E. Watson, Sr. Asst. County Attorney	(912) 554-7470
	P. O. Box 1394	Telephone Number
	Brunswick, GA	31521
	City	State Zip Code
3.	Mail or deliver to the Secretary of State, at the above address, the following:	
	<ul style="list-style-type: none"> <li>1) This transmittal form</li> <li>2) Original and one copy of the Articles of Incorporation</li> <li>3) Filing fee of \$60.00 payable to Secretary of State. Filing fees are NON-refundable.</li> </ul>	
	I certify that a Notice of Incorporation or Notice of Intent to incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The Clerk of Superior Court can advise you of the official organ in a particular county.)	
		
	Authorized Signature	Date
	Business entity information via the Internet: <a href="http://www.georgiacorporations.org">http://www.georgiacorporations.org</a>	
	FORM 227	